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February 27, 2008

Hon. Mark D. Fox, USMJ
United States District Court
Southern District of New York
300 Quarropas Street
White Plains, NY 10601

Re: Valentine, et al. v. MTD Products, et al.
07 CIV 3914
Our File No. : 10360.00001

Dear Magistrate Fox:

This office is counsel to defendant MTD Products, Inc. in this matter. Pursuant to the instructions given by Your Honor during the telephone status conference held among all counsel on February 14, 2008, please accept this correspondence as defendant MTD Products' Letter Motion for an Order permitting a Change/Substitution of Counsel.

As explained to Your Honor during the February 14th conference, and by way of background, MTD Products has agreed to defend John's Power Equipment in this matter. As part of the companies' understanding, the companies have agreed to have Wilson, Elser, Moskowitz, Edelman & Dicker act as counsel for John's Power Equipment for all purposes on a going-forward basis, in addition to its current status as counsel for MTD Products, and to have the firm of Molod, Spitz & DeSantis withdraw as counsel for John's Power Equipment. Attached to this letter as Exhibit A is the Consent to Change Attorney executed by this office, the firm of Molod Spitz & DeSantis (withdrawing counsel) and John Frederick on behalf of John's Power Equipment.

At Your Honor's direction, on February 26, 2008, I personally spoke by telephone to Mr. Frederick and discussed with him the potentiality and risk of one or more conflicts of interest developing in the future due to this firm's representation of more than one party in this litigation. Specifically, I explained to Mr. Frederick that, although the interests of MTD Products, Inc. and John's Power Equipment are currently aligned for all purposes, there is no assurance that the

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alignment of interests will be maintained for the duration of this litigation. Mr. Frederick indicated that he understood and accepted the risk.

Also on February 26, 2008, I personally spoke by telephone to Christopher Holecek, Esq., an attorney with the firm of Wegman, Hessler & Vanderburg in Cleveland, Ohio. Mr. Holecek and the Wegman, Hessler firm act as corporate counsel for MTD Products and, in fact, was instrumental in reaching agreement with John's Power Equipment and its representatives relative to the companies' understanding herein. I discussed with Mr. Holecek the potentiality and risk of one or more conflicts of interest developing in the future due to this firm's representation of more than one party in this litigation. Specifically, I explained to Mr. Holecek that, although the interests of MTD Products, Inc. and John's Power Equipment are currently aligned for all purposes, there is no assurance that the alignment of interests will be maintained for the duration of this litigation. Mr. Holecek indicated that he understood and accepted the risk.

I have discussed the relief sought in this motion with all parties in this case and am aware of no opposition.

Wherefore, it is respectfully requested that Your Honor issue an Order providing that:

1) The law firm of Wilson, Elser, Moskowitz, Edelman & Dicker, by Rosario M. Vignali, be, and the same hereby is, substituted herein as counsel for John's Power Equipment for all purposes henceforth including trial.

2) The law firm of Molod Spitz & DeSantis be, and the same hereby is, withdrawn herein as counsel for John's Power Equipment.

Thank you for your attention to this matter.

Very truly yours,

WILSON, ELSE, MOSKOWITZ, EDELMAN & DICKER LLP



Rosario M. Vignali

RMV:bs

cc: Cozen & O'Connor
Att: Jeff Nash, Esq.

McCarter & English

WILSON, ELSE, MOSKOWITZ, EDELMAN & DICKER LLP

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Bryan H. Mintz, Esq.

Molod Spitz et al.
Att: Alice Spitz, Esq.

Chambers of Hon. Mark D. Fox
300 Quarropas Street, Room 434
White Plains, NY 10601

So ordered: _____
Hon. Mark D. Fox